

DROUIN AND DISTRICT COMMUNITY FINANCIAL SERVICES LTD
2021 ANNUAL GENERAL MEETING MINUTES
Held via Zoom due to COVID-19 restrictions
November 16th 2021, 6:34pm

1A) DIRECTORS PRESENT:

Rod Dunlop (Chairman), Rob Celada (Company Secretary), Matthew Williamson, Vanessa Marsh, Sean Walsh, Sonia Lombardo

1B) GUESTS:

Helen Taylor (Treasurer), Rob Hutchinson (Branch Manager), Julieanne Palinkas (Admin Officer), Jake Rabl (Accountant - Robertson Wouters), Josh Griffin (Auditor – AFS & Associates), Gerry Marvin (Regional Manager, Bendigo & Adelaide Bank (BABL))

1C) APOLOGIES:

The Chairman advised that an apology was received from director Kim Rees

2 – DECLARATION OF QUORUM AND FORMAL OPENING OF MEETING:

The Chairman confirmed that a quorum was present and the meeting was declared open for business. He apologised for the meeting being held virtually but advised COVID requirements during the planning process meant that it was the best option to ensure that the meeting could be held as scheduled.

3 – CONFIRMATION OF NOTICE OF MEETING:

The Chairman confirmed that the Notice of Meeting was issued in accordance with the Company's Constitution and the Corporations Act to all shareholders

4 - MINUTES OF PREVIOUS ANNUAL GENERAL MEETING:

The Chairman reported that consistent with the procedure adopted in previous Annual General meetings, the minutes of the 2020 Annual General Meeting were reviewed by the Board following the 2020 AGM and were signed by the Chairman as an accurate record of the proceedings and resolutions of the 2020 Annual General Meeting. Copies are available from the corporate office and have been posted on the company's website if anyone wishes to view them.

5 - BRANCH MANAGER'S REPORT:

The Branch Manager's Report noted:

- It had been another challenging year and the full financial year had been impacted by COVID. Large amounts of government stimulus had helped the country to weather the economic storm
- In particular, the hospitality and tourism sectors were impacted and many people also felt the impact personally with rising anxiety and stress

- During this time, banking was deemed to be an essential service. The branch maintained full trading hours and staffing
- The recovery from COVID will remain a challenge
- Margins will also remain a challenge
- There were a number of positives achieved with the banking business growing to approximately \$280 million. Annual income was 95% of budget projections and net profit was 170% of budget projections
- During the year, requests for sponsorship and grants decreased as lockdowns and COVID restrictions impacted local clubs and events
- Since 2002, \$6.65 million has been returned to the community
- There was a reduction in transaction numbers as people move to digital and phone banking. This move is exciting but it is important to note that the branch isn't going anywhere for those who still want to access traditional services
- He thanked his branch team, mobile lender Leanne Marriott, directors, company staff, shareholders, customers and BABL for their support
- He concluded by advising he is looking ahead to another successful year

6 - CHAIRMAN'S REPORT:

The Chairman's Report noted:

- The branch will be celebrating its 20th birthday in around four (4) months' time
- Despite COVID restrictions, the company had had another successful year
- Branch Manager Rob Hutchinson continues to build strong relationships
- The company maintains a strong commitment to the Drouin and Longwarry communities and is now the only bank in Drouin since the ANZ left last November
- The company continues to build a presence in Warragul
- Due to COVID, fewer funding presentations were held this year but when they have been able to run, they have been well attended and really highlight the difference of a community bank
- The dividend has been very good over the years
- The Chairman declared that a dividend of 15 cents per share fully franked would be paid to those holding shares at the close of business 28th February 2022. A special dividend of 10 cents per share will also be paid to mark the branch's 20th birthday
- The company now have a new purpose-built office with both shops on the site already leased. The Chairman took the opportunity to recognise the work undertaken by directors Sean Walsh and Kim Rees to make the project a reality
- Whilst the initial plan had been to sell the old corporate office site, the company have kept the property and it has already been leased
- The company have also looked to strengthen its relationship with Baw Baw Shire Council and the contribution of \$250,000 to the Drouin Civic Park project will see the company receive naming rights to the playground area
- He thanked the branch team, directors, staff and BABL for their support

- He believes that the outlook is challenging but he feels that things are more positive than this time last year

7 – BENDIGO & ADELAIDE BANK REPORT:

BABL representative Gerry Marvin presented a brief report noting:

- He was pleased to be attending
- He wished to acknowledged directors, shareholders and branch staff
- The company had delivered outstanding results
- BABL is committed to the relationship
- He hopes that the branch continues to benefit the community for many years to come

The Chairman thanked Gerry for his support

8 – OPEN FLOOR FOR QUESTIONS:

- The Chair opened the floor for questions. None were forthcoming

9 - BUSINESS REQUIRING VOTING BY MEMBERS:

Before the voting commenced, the Chairman advised that nine (9) proxy forms had been received. Five (5) had voted in favour of all resolutions and four (4) appointed the Chairman to use his discretion.

It was also noted that voting would be electronic, using *Election Buddy*

A) Adoption of Accounts:

The Chairman presented the Financial Report with the Auditor's report for 2020/21 and proposed that the Financial Report of the Company together with the Auditor's Report for the year ended 30th June 2021 be submitted to the meeting and be resolved that the Financial Report and Auditor's Report be received and accepted

MOTION: That the Financial Report and Auditor's Report for the year ended 30th June 2021 be received and accepted.

Moved: Rob Celada

Seconded: Sonia Lombardo

The motion was put to a poll and carried, with all votes in favour and none against

B) Election of Directors:

The Chairman advised:

- That as required by the Constitution, Sean Walsh, Vanessa Marsh and Brett McKellar had retired as directors by rotation. Sean and Vanessa have chosen to

offer themselves for re-election. Unfortunately, due to health issues, Brett McKellar would not be able to continue and did not renominate

- During the year, Sonia Lombardo had been appointed as a director and was nominating for election by the shareholders

MOTION: That Vanessa Louise Marsh be re-elected as a Director of the company

Moved: Helen Taylor

Seconded: Rob Celada

The motion was put to a poll and carried, with all votes in favour and none against

MOTION: That Patrick Sean Walsh be re-elected as a Director of the company

Moved: Helen Taylor

Seconded: Sonia Lombardo

The motion was put to a poll and carried, with all votes in favour and none against

MOTION: That Sonia Gaye Lombardo be elected as a Director of the company

Moved: Rob Celada

Seconded: Helen Taylor

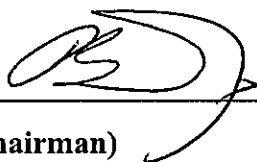
The motion was put to a poll and carried, with all votes in favour and none against

10) CLOSURE OF MEETING:

The Chairman advised that if there was no other business, he would like to thank Julieanne Palinkas, Helen Taylor, Rob Celada and Sean Walsh for the work they had done to prepare for the AGM. He also thanked shareholders for their understanding and is hoping an in-person AGM can be held next year

The meeting was declared closed 6:55pm

Signed as a correct record



(Chairman)